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Signed and Filed: November 6, 2015

A Limited Liability Partnership
Including Professional Corporat

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Dennis Montali

DENNIS MONTALI

U.S. Bankruptcy Judge

Attorneys for Official Committee of Unsecured
Creditors of Metawise Group, Inc.

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re

METAWISE GROUP, INC.,

Debtor.

Case No. 14-31652-DM

Chapter 11

**ORDER FINALLY APPROVING
DISCLOSURES IN AND CONFIRMING
COMBINED CHAPTER 11 PLAN OF
LIQUIDATION DATED SEPTEMBER
22, 2015**

Date: November 5, 2015

Time: 10:30 a.m.

Place: United States Bankruptcy Court
235 Pine Street, 19th Floor
San Francisco, CA 94104

Judge: Hon. Dennis Montali

1 At the above-referenced date, time, and location, the Court held a hearing (the
2 “Hearing”) to confirm the Combined Chapter 11 Plan of Liquidation (the “Plan”) and
3 Disclosure Statement (the “Disclosure Statement”) (together the “Plan/Disclosure
4 Statement”) [Docket No. 155] filed by the Official Committee of Unsecured Creditors (the
5 Committee”) in the above-captioned Chapter 11 case of Metawise Group, Inc. (the
6 “Debtor”) on September 22, 2015. Appearances were made as set forth on the record of
7 the Court.

8 Upon consideration of the Plan/Disclosure Statement, the Committee’s
9 memorandum of points and authorities in support of the Plan/Disclosure Statement, the
10 declaration of Harry J. Newman in support of the Plan/Disclosure Statement, the
11 declaration of Robert K. Sahyan regarding the tabulation of ballots accepting or rejecting
12 the Plan, the notice of Hearing, the statements of counsel set forth on the record, the fact
13 that no oppositions were filed, the entire record in the case, the entire docket in the case,
14 and for good cause appearing, therefor,

15 **IT IS HEREBY ORDERED THAT:**

16 1. The Disclosure Statement is hereby approved on a final basis as containing
17 adequate information with the meaning of section 1125 of the Bankruptcy Code.

18 2. Notice of the Plan and Hearing were good and proper.

19 3. The Plan is hereby confirmed. All of the applicable provisions of section
20 1129 the Bankruptcy Code necessary for Plan confirmation have been satisfied. The
21 provisions of the Plan, the Liquidating Trust Agreement, this Order, and any associated
22 findings of fact or conclusions of law shall bind the Liquidating Trust, the Debtor, and all
23 holders of claims and Interests against the Debtor regardless of whether such holders are
24 impaired under the Plan or voted to accept the Plan.

25 4. All capitalized terms which are not defined in this Order shall have the same
26 definitions as contained in the Plan.

27 5. Service of the Plan/Disclosure Statement, the order tentatively approving the
28 Disclosure Statement, and a form of ballot as set forth in the record is hereby approved and

1 ratified as providing creditors and parties-in-interest adequate and sufficient notice of the
2 hearing on the plan and an opportunity to submit ballots accepting or rejecting the Plan.

3 6. On the Effective Date The Plan Committee shall be established pursuant to
4 the Plan.

5 7. The Liquidating Trust shall be established pursuant to the Plan and
6 Liquidating Trust Agreement. The Liquidating Trust Agreement in the form attached as
7 Exhibit A to the Plan is approved. All of the Debtor's right, title and interest in and to the
8 Liquidating Trust Assets shall be automatically vested in the Liquidating Trust on the
9 Effective Date, free and clear of liens, claims, encumbrances and other interests.

10 8. On the Effective Date, Randy Sugarman of Sugarman & Company LLP shall
11 be the Liquidating Trustee. On the Effective Date, the Liquidating Trustee shall be the
12 sole authorized representative and signatory of the Liquidating Trust. The Liquidating
13 Trustee shall have authority to render any and all services necessary or desirable to
14 effectuate the terms of the Plan, as provided for herein. The powers, authority,
15 responsibilities and duties of the Liquidating Trustee shall be governed by the Plan, this
16 Order, and the Liquidating Trust Agreement.

17 9. All bank accounts held by the Debtor as of the Effective Date shall be held
18 by the Liquidating Trustee in the name of the Liquidating Trust, subject to the provisions
19 of the Plan and the Liquidating Trust Agreement. The Liquidating Trustee shall have the
20 power to hold and control such bank accounts and to establish further bank accounts for
21 the Liquidating Trust. The Debtor shall transfer and deliver to the Liquidating Trustee all
22 books, records, insurance policies, contracts, and other documents, including computer
23 files and other electronic media, necessary or desirable for the Liquidating Trustee's
24 administration of the Liquidating Trust. To the full extent permitted by law, on the
25 Effective Date, the Debtor will be deemed to transfer to the Liquidating Trustee, all rights
26 of the Debtor and the Debtor's estate to exercise or waive any attorney-client privilege,
27 work-product privilege or other privilege or immunity. All such privileges shall
28 automatically vest in the Liquidating Trust and its representatives, to the full extent

1 permitted by law, and the Debtor and the Liquidating Trustee are authorized to take all
2 necessary actions to effectuate the transfer of such privileges.

3 10. The Debtor, the Committee, the Liquidating Trustee, and the Plan
4 Committee are hereby authorized to execute, deliver, file or record such contracts,
5 instruments, releases and other agreements or documents and to take such actions as may
6 be reasonably necessary or appropriate to effectuate and further evidence the terms and
7 conditions of the Plan.

8 11. This Court shall retain jurisdiction to the extent permitted by applicable law
9 and the Plan.

10 *****END OF ORDER*****

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COURT SERVICE LIST

Registered ECF Participants